IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY PETITIONS NO. 752 OF 2007 TO 765 OF 2007

CONNECTED WITH

COMPANY APPLICATIONS NO.831 OF 2007 TO 844 OF 2007

In the matter of sec 391 & 394 of the Companies Act, 1 of 1956

And

In the matter of Scheme of Amalgamation of:

1. Ankur Distributors Private Limited and
2. Crossland Impex Private Limited and
3. Heaven Barter Limited and
4. Mercurial Finest Limited and
5. Mercury Equity Fund Private Limited and
6. Murgan Marketing Private Limited and
7. Negolice Exim Scrips Private Limited and
8. Padampat Gopalkrishna Rampati Organization Limited and
9. Primax Assets Management Private Limited and
10. Priyaranjan Sales Private Limited and
11. Topsoft Exports Private Limited. and
12. Wesmen Equity Services Private Limited. and

13. Winsome Mercantile Company Private Limited.

AND

14. YMC Buildmore Private Limited

WITH

Gahoi Buildwell Limited

1. Ankur Distributors Private Limited

AND

2.Crossland Impex Private Limited and

3.Heaven Barter Limited and

4.Mercurial Finest Limited and

5.Mercury Equity Fund Private Limited and

6.Murgan Marketing Private Limited and

7.Negolice Exim Scrips Private Limited and

8.Padampat Gopalkrishna Rampati Organization Limited and

9.Primax Assets Management Private Limited and

10.Priyaranjan Sales Private Limited and

11.Topsoft Exports Private Limited. and

12.Wesmen Equity Services Private Limited. and

13.Winsome Mercantile Company Private Limited.

AND

15. YMC Buildmore Private Limited

..Transferor Companies

WITH

COMPANY PETITION NO. 765 OF 2007

CONNECTED WITH

COMPANY APPLICATION NO. 844 OF 2007

GAHOI BUILDWELL LIMITED …Transferee Company

B.B. Parekh, Advocate for the Petitioners

Mr. P. Ramarao Official Liqudator

Smt. H.P. Shah with Shri A.M. Sethana alongwith Shri S.K. Mohapatra for the Regional Director

**CORAM: A.M. KHANWILKAR J.**

**DATED: 14TH DECEMBER, 2007**

P.C.

1. Heard the Counsel for the parties

2. Perused the affidavit of the Regional Director and Report of the Official Liquidator

3. The sanction of the court is sought under Sec. 391 to 394 of the Companies Act, I of 1956 to a Scheme of Amalgamation of Ankur Distributors & Other 13 Companies as mentioned in cause title with M/s Gahoi Buildwells Ltd.

4. The 14th Transferee Company M/s Y.M.C. Buildmore Private Ltd., a company having registered office at Delhi has filed separate petition at Delhi High Court and the same is pending.

5. Counsel appearing on behalf of the Petitioners have stated that they have complied with all requirements as per directions of these Hon'ble Court and they have filed necessary affidavits of companies in the court.

6. a) The Regional Director in his affidavit dated 30th October, 2007 has contented that

the balance sheets of the Transferor Companies are having assets in the nature of investmentonly. The shareholders andpromoters of the Transferor company will be entitled to acquire sharesat a higher ratio in the share capital of the Transferee company without cash flow in the capital of the Transferee Company. It is further contended that in event of Transferee company opt for a public issue the promoter/shareholders of the Transferee company will edge over the subscriber to the prospectus and therefore the petitioner company may be directed to clarify the position in the public interest .

b) If, its further contended by the Regional Director that the Transferee company is required to increased the authorised share capital for issue of allotment of shares to the shareholders of Transferor companies pursuant to the scheme then the Transferee company may be directed to comply with the provisions of the scheme, then the Transferee company may be directed to comply with the provisions of section 94/97 read with Schedule X of the Companies Act, I of 1956 in respect of filing of necessaryorms with the Registrar of Companies after payment of ROC fees and Stamp Duty as applicable on the said form.

c) The Counsel for the Petitioner has submitted that the valuation of the shares have been made after the consideration of the net asset values (NAV) as well as

the earning capacity method therefore it is a fair value of the shares for all the Transferor Companies. It is further submitted that the exchange ratio has been duly approved and consented by the shareholders of the respective Transferor Companies. All the Transferor Companies are group companies and having common shareholders. The shareholders of the Transferee Companies also consented to the exchange ratio.The Transferee Company has no intention of bringing any public issue in the foreseeable future and has given an undertaking as contained in the Additional Affidavit dated 10th December, 2007 field by the Transferee Company to that effect and therefore objection raised is not well founded .

7. The Counsel of the Company informs the Court that the PetitionerCompany shall comply with the provisions of law as upheld by the Courts of law .

8. Upon perusal of the entire material placed on records the scheme appears to be fair and reasonable and is not violative of any provisions of law and is not contrary to any public policy. None of the parties concerned has come forward to oppose the scheme. Moreover, both the Regional Director and

the Official Liquidator have save mentioned above stated that the scheme as proposed is in the interest shareholders/creditors.

9. There is no objection to the scheme and since all the requisite statutory compliances have been fulfilled. Company Petitions Nos. 752 of 2007, 753 of 2007, 754 of 2007, 755 of 2007, 756 of 2007, 757, of 2007, 758 of 2007, 759 of 2007, 760 of 2007, 761 of 2007, 762 of 2007, 763 of 2007, 764 of 2007 field by the transferor companies are made absolute in terms of prayer clauses (a) to (i). Company Petition No. 765 of 2007 filed by the Transferee Company is made absolute in terms of prayer clause (a) to (h). As far as 14th Transferor Company YMC Buildmore Pvt. Ltd. is concerned the order will be operative against the said company on Delhi High Court passing appropriate order in a proceeding adopted by the said Company in Delhi High Court.

10. The Transferee Company to lodge a copy of this order and the scheme with the concerned Superintendent of Stamps for the purpose of adjudication of Stamp duty payable, if any, on the same within 30 days of

obtaining the certified copy and/or an authenticated copy of the order.

11. The Petitioners in all the company petitions to pay cost of Rs.5000/- each to the Regional Director and to the Official Liquidator except in Company Petition No. 765 of 2007 filed by the Petitioner Transferee Company. Costs to be paid within four weeks from today.

12. Filing and issuance of the drawn up order is dispensed with. All authorities concerned to act on a copy of this order duly authenticated by the Registry.

(A.M. KHANWILKAR **J.**)